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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

| | | | | | |
|--|--|---------------------------------------|--|-------------------------------|--|
| (1) LOCK BOX # 358145 | | FCC/MELLON APR 22 2004 | | SPECIAL USE ONLY | |
| SECTION A - PAYER INFORMATION | | | | | |
| (2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Willkie Farr & Gallagher | | | (3) TOTAL AMOUNT PAID (U S Dollars and cents) \$860.00 | | |
| (4) STREET ADDRESS LINE NO 1 1875 K Street, N W. | | | | | |
| (5) STREET ADDRESS LINE NO 2 | | | | | |
| (6) CITY Washington | | | (7) STATE DC | (8) ZIP CODE 20006 | |
| (9) DAYTIME TELEPHONE NUMBER (include area code) (202)303-1141 | | | (10) COUNTRY CODE (if not in U S A) | | |
| FCC REGISTRATION NUMBER (FRN) REQUIRED | | | | | |
| (11) PAYER (FRN) 0003-7337-48 | | | (12) FCC USE ONLY | | |
| IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET | | | | | |
| (13) APPLICANT NAME Granby Holdings, Inc. | | | | | |
| (14) STREET ADDRESS LINE NO 1 1500 Mt Kemble Avenue | | | | | |
| (15) STREET ADDRESS LINE NO 2 Suite 203 | | | | | |
| (16) CITY Morristown | | | (17) STATE NJ | (18) ZIP CODE 07960 | |
| (19) DAYTIME TELEPHONE NUMBER (include area code) (908)221-9022 | | | (20) COUNTRY CODE (if not in U S A) | | |
| FCC REGISTRATION NUMBER (FRN) REQUIRED | | | | | |
| (21) APPLICANT (FRN) 0010-7791-14 | | | (22) FCC USE ONLY | | |
| COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET | | | | | |
| (23A) CALL SIGN/OTHER ID | | (24A) PAYMENT TYPE CODE CUT | | (25A) QUANTITY 1 | |
| (26A) FEE DUE FOR (PTC) \$860.00 | | (27A) TOTAL FEE \$860.00 | | FCC USE ONLY | |
| (28A) FCC CODE 1 | | (29A) FCC CODE 2 | | | |
| (23B) CALL SIGN/OTHER ID | | (24B) PAYMENT TYPE CODE | | (25B) QUANTITY | |
| (26B) FEE DUE FOR (PTC) | | (27B) TOTAL FEE | | FCC USE ONLY | |
| (28B) FCC CODE 1 | | (29B) FCC CODE 2 | | | |
| SECTION D - CERTIFICATION | | | | | |
| CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief SIGNATURE _____ DATE _____ | | | | | |
| SECTION E - CREDIT CARD PAYMENT INFORMATION | | | | | |
| MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described SIGNATURE _____ DATE _____ | | | | | |

BEFORE THE
Federal Communications Commission
WASHINGTON, D.C.

In the Matter of)
)
Application for Consent to the Transfer of Control of) File No. _____
the Domestic and International Section 214 Authorizations)
held by Granby Telephone & Telegraph Company)

**APPLICATION FOR CONSENT TO THE TRANSFER OF CONTROL OF DOMESTIC
AND INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.01, 63.18, and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.01, 63.18, and 63.24, the stockholders of Granby Telephone & Telegraph Company ("Granby") and Granby Holdings, Inc., a wholly owned subsidiary of Country Road Communications, LLC ("Country Road"), (all parties collectively, the "Applicants") hereby apply for FCC consent to the transfer of control of the domestic and international Section 214 authorizations held by Granby from the stockholders of Granby to Granby Holdings, Inc. and Country Road.¹ As described below, the Applicants believe that the transaction serves the public interest.²

I. DESCRIPTION OF THE PARTIES AND THE TRANSACTION

Granby is an independent, incumbent local exchange carrier ("ILEC") with 3,154 telephone access line equivalents, providing voice and data communication services to residential and business customers in Granby, Massachusetts, a town located just north of Springfield, Massachusetts. In addition to local service, Granby is providing domestic and

¹ The Applicants closed the transaction described herein on April 16, 2004. Due to inadvertence, the Applicants failed to submit the instant application prior to that date. They deeply regret this oversight.

² Attachment A separately sets forth the domestic Section 214 information as required by 47 C.F.R. § 63.08(b).

international long distance service to its customers on a resale basis and holds both domestic and international Section 214 authorizations from the FCC.³

Country Road, based in Morristown, New Jersey, was formed in January 2000 to acquire local exchange carriers and to provide advanced telecommunications services to communities throughout the U.S.⁴ With the acquisition of Granby, Country Road has an incumbent presence in Southern Maine, California, Massachusetts, and West Virginia, as well as a CLEC presence in Southern Maine. Country Road, through its wholly owned subsidiaries, offers a full range of telecommunications services to its customers.

II. PUBLIC INTEREST CONSIDERATIONS

Country Road, through its wholly-owned subsidiaries, seeks to become a leading telecommunications provider in communities that lie outside of major metropolitan areas. To meet its objectives, it seeks to acquire rural telephone companies or their assets. It is providing new, enhanced communications services, including broadband services, to its customers. Indeed, Country Road is committed to providing the latest technology and systems support to its acquired companies. Through the efficiency and proximity of its facilities in rural areas, Country Road also is implementing a competitive local exchange carrier build-out in certain adjacent urban areas. Granby is an integral part of Country Road's investment and build-out plans. Country Road will strengthen the position of Granby to offer new, enhanced services to its customers. As such, it is in the public interest for the FCC to grant the instant application.

³ See File No ITC-214-20020524-00291 for the international Section 214 authorization

⁴ Country Road wholly owns four rural local exchange companies -- Pine Tree Telephone & Telegraph Company d/b/a Pine Tree Networks in Gray, Maine; Saco River Telegraph and Telephone Company d/b/a Pine Tree Networks in Bar Mills, Maine; War Telephone Company in War, West Virginia, and Global Valley Networks, Inc. in Turlock, California (formerly known as Evans Telephone Company). In addition, Country Road wholly owns, indirectly, CRC Communications of Maine, Inc. d/b/a Pine Tree Networks, a CLEC and IXC in the State of Maine

III. INFORMATION REQUIRED BY SECTIONS 63.18 and 63.24(e)

In accordance with Section 63.24(e)(2) of the Commission's Rules, the applicants submit the following information in support of this Application.

Transferor:

- (a) Name, Address and Telephone number of the Transferor:

Granby Telephone & Telegraph Company
215 West State Street
Granby, MA 01033
(413) 467-1200 (phone)
(413) 467-9900 (fax)
- (b) Granby is a corporation organized under the laws of Massachusetts.
- (c) Correspondence concerning this Application should be sent to the Transferee as outlined below.
- (d) Granby is authorized pursuant to Section 214 of the Communications Act of 1934, as amended, and 47 C.F.R. §§ 63.18(e)(1) and 63.18(e)(2) to provide global facilities-based and resale services between the United States and all authorized international points.⁵

⁵ See File No ITC-214-20020524-00291

Transferee:

- (a) Name, address, and telephone number of Transferees:

Country Road Communications, LLC
FRN: 0008696445
Granby Holdings, Inc.
FRN: 0010779114
1500 Mt. Kemble Ave., Suite 203
Morristown, NJ 07960
(908) 221-9022 (phone)
(908) 221-0420 (fax)

- (b) Granby Holdings, Inc. is a corporation formed under the laws of the State of Delaware. Its parent company, Country Road, is a limited liability company formed under the laws of the State of Delaware.

- (c) Correspondence concerning this Application should be sent to:

Thomas Mendenhall
Country Road Communications, LLC
1500 Mt. Kemble Ave., Suite 203
Morristown, NJ 07960
(908) 221-9022, ext. 14 (phone)
(908) 221-0420 (fax)

with a copy to:

Michael Jones
Angie Kronenberg
Willkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, D.C. 20006-1238
(202) 303-1000 (phone)
(202) 303-2000 (fax)

- (d) Granby Holdings, Inc. does not hold an international Section 214 authorization. Likewise, Country Road does not hold an international Section 214 authorization; however, several of its wholly-owned subsidiaries are authorized to provide international long distance service pursuant to Section 214 of the Communications Act and Sections 63.18(e)(1) and 63.18(e)(2) of the FCC's rules. They are as follows:

CRC Communications of Maine, Inc. d/b/a Pine Tree Networks - ITC-214-20000807-00468 (resale),⁶ and ITC-214-19980608-00391 (facilities-based).⁷

Communications Design Acquisition Corporation d/b/a Pine Tree Networks - ITC-214-20020213-00076 (facilities-based and resale).⁸

Evans Long Distance, a Division of Evans Communications - ITC-214-20020225-00113 (facilities-based and resale).⁹

(e)(3) By this Application, Applicants seek authority to the transfer of control of Granby to Granby Holdings, Inc., and its parent company, Country Road.

(f) Not applicable.

(g) Not applicable.

(h) The following entities hold a 10% or greater direct ownership interest in Country Road:

(1) The Prudential Insurance Company of America

Four Gateway Center

100 Mulberry Street

Newark, NJ 07102

Percent of Equity Interest Held. 38.6

Country of Citizenship: U.S.

Principal Business. The Prudential Insurance Company of America is a wholly owned insurance company subsidiary of Prudential Financial, Inc., a publicly traded company, with affiliates engaged in a variety of services including primarily insurance, brokerage, investment services, banking and real estate.

(2) ABRY Partners IV, L.P.

111 Huntington Ave., 30th Floor

Boston, MA 02199

⁶ See *International Authorizations Granted, Section 214 Applications, Public Notice*, DA 00-2003 (rel Aug. 31, 2000)

⁷ On June 22, 2001, the FCC granted an assignment of an international Section 214 global facilities-based authorization from Communications Design, Inc to CRC Communications of Maine, Inc. d/b/a Pine Tree Networks See *International Authorizations Granted, Section 214 Applications, Public Notice*, DA 01-1531 (rel June 28, 2001)

⁸ See *International Authorizations Granted, Section 214 Applications, Public Notice*, DA No. 02-608 (rel. March 14, 2002)

⁹ See *International Authorizations Granted, Section 214 Applications, Public Notice*, DA No 02-763 (rel April 4, 2002)

Percent of Equity Interest Held: 36.70
Country of Citizenship: U.S.
Principal Business: Investments

The following entities hold a 10% or greater indirect ownership interest in
Country Road:

(1) ABRY Capital Partners, L.P.
111 Huntington Ave., 30th Floor
Boston, MA 02199
Percent of Equity Interest Held: 36.70
Country of Citizenship: U.S.
Principal Business: Investments

(2) Fleur de Lis, S.A.
c/o Paradigm Consulting
Washington Mall
Church Street, 2nd Floor
HM 11 Hamilton, Bermuda
Percent of Equity Interest Held: 14.14
Country of Citizenship: Bermuda
Principal Business: Investments

(3) Stafford Insurance Company
111 Huntington Ave., 30th Floor
Boston, MA 02199
Percent of Equity Interest Held: 13.67
Country of Citizenship: US
Principal Business: Insurance

(4) ABRY Capital Partners, LLC
111 Huntington Ave., 30th Floor
Boston, MA 02199
Percent of Equity Interest Held: 36.7
Country of Citizenship: US
Principal Business: Investments

(5) Mr. Royce Yudkoff
111 Huntington Ave , 30th Floor
Boston, MA 02199
Percent of Equity Interest Held: 36.7
Country of Citizenship: US
Principal Business: Investments

- (i) Country Road certifies that neither it nor its subsidiary, Granby Holdings, Inc., is a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules.
- (j) Country Road certifies for itself and on behalf of Granby Holdings, Inc. that it does not seek to provide international telecommunications services to any destination country where: (i) Country Road is or controls a foreign carrier; (ii) any entity that owns more than 25 percent of Country Road or controls Country Road controls a foreign carrier in that country; or (iii) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Country Road and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Country Road certifies for itself and on behalf of Granby Holdings, Inc. that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) The Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) The Applicants request streamlined processing of this Application. They qualify for streamlined processing because no part of Section 63.12(c) applies to them.

IV. CONCLUSION

For the foregoing reasons, the Applicants request that the Commission consent to the transfer of control of the domestic and international Section 214 authorizations from Granby to Granby Holdings, Inc. and Country Road.

Respectfully Submitted,

Granby Telephone & Telegraph Company

By: 

George M. Mugnier⁹

President

Granby Telephone & Telegraph Company

215 West State Street

Granby, MA 01033

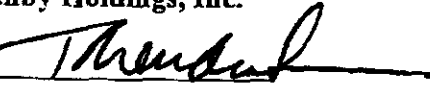
(413) 467-1200 (phone)

(413) 467-9900 (fax)

Dated: April 21, 2004

⁹ Mr. Mugnier also was former majority stockholder of Granby prior to April 16, 2004.

Country Road Communications, LLC
Granby Holdings, Inc.

By: 

Thomas Mendenhall
Vice President – Finance, Secretary & Treasurer
Country Road Communications, LLC
1500 Mt. Kemble Ave., Suite 203
Morristown, NJ 07960
(908) 221-9022, ext. 14 (phone)
(908) 221-0420 (fax)

Michael Jones
Angie Kronenberg
Willkie Farr & Gallagher LLP
1875 K Street N.W.
Washington, D.C. 20036
(202) 303-1000 (phone)
(202) 303-2000 (fax)

Dated: April 21, 2004

**Information for Consent to the Transfer of Control of the Domestic Section 214
Authorization from Granby Telephone & Telegraph Company to Granby Holdings, Inc.
and Country Road Communications, LLC – 47 C.F.R. § 63.04(b)**

(a) Description of the Transaction

See Part I of the Application.

(b) Description of the Geographic Areas in which the Transferor and Transferee (and their affiliates) Offer Domestic Telecommunications Services

See Part I of the Application.

(c) Streamlining Information

The Applicants are incumbent independent local exchange carriers that have, in combination, less than two percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas. For this reason, presumptive streamlined treatment is warranted.

(d) Other Commission Applications for Transaction

This is a combined application for both a domestic Section 214 authorization and an international Section 214 authorization. There are no other authorizations or applications for this transaction.

(e) Special Consideration Because a Party is Facing Business Failure

None

(f) Separately Filed Waiver Requests

None

(g) Public Interest Considerations

See Part II of the Application